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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re) Chapter 11
)
) Case No. 10-11728 (AJG)
ROCK & REPUBLIC ENTERPRISES, INC., et al.¹)
)
Debtors.) (Jointly Administered)
)
)
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**ORDER APPROVING THE WITHDRAWAL OF MOTION OF RKF, LLC TO
TRANSFER VENUE OF THE DEBTORS' BANKRUPTCY CASES TO THE UNITED
STATES BANKRUPTCY COURT FOR THE CENTRAL DISTRICT OF CALIFORNIA**

Upon the Motion of RKF, LLC to Transfer Venue of the Debtors' Bankruptcy Cases to the United States Bankruptcy Court for the Central District of California (the "Venue Motion") filed on April 5, 2010; and it appearing that this Court has jurisdiction to consider and determine the Venue Motion as a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that RKF, LLC ("RKF") has agreed to withdraw the Venue Motion upon this Court's

¹ The other debtor in these bankruptcy cases is Triple R, Inc. (Case No. 10-11729 (AJG)).

approval of the Debtors' Application in Support of Entry of Interim Order Authorizing Debtors to Enter into Factoring Agreement and Authorizing the Purchase and Sale of Accounts with Priority Over Administrative Expenses and Secured by Liens On Property of the Estate Pursuant to Sections 363 and 364 of the Bankruptcy Code [Docket No. 6] (the "Factoring Arrangement Application") and the Debtors' Motion for Entry of an Order (A) Authorizing Debtors to Amend Prepetition Exclusive Distribution Agreement with Richard I. Koral, Inc. d/b/a Jessica's, Pursuant To 11 U.S.C. §363(b)(1), and (B) Authorizing Debtors to Assume Amended Distribution Agreement, Pursuant To 11 U.S.C. §365(a) [Docket No. 100] (the "Distribution Agreement Motion"); and it appearing that the Factoring Arrangement Application and the Distribution Agreement Motion were approved by the Court at the hearing that took place on May 26, 2010 (the "Hearing"); and for the reasons set forth more fully on the record at the Hearing; and after due deliberation and sufficient cause appearing therefore; it is hereby:

ORDERED that the Venue Motion is withdrawn by RKF; provided, however, that such withdrawal is without prejudice to the rights of any other party to file a similar motion.

Dated: June 1, 2010
New York, New York

s/Arthur J. Gonzalez
Arthur J. Gonzalez
CHIEF UNITED STATES BANKRUPTCY JUDGE